

# EXHIBIT 9

**From:** david shen <syntadavid@163.com>  
**Sent:** Thursday, December 12, 2013 6:36 PM  
**To:** kmnwj; 邱軍文 [Qiu Junwen]  
**Subject:** Re: 转发: 米德公司的工资核定 Wage verification of Meade

之前信您

我相信之

美是很直覺

dave 的信

celestron 的

年繼續, 金

付 sunny 及

我認為倪總

synta 可以

經營 MEADE

MEADE 要

另外若是我

當然每個人

繼續接洽

我由於對 LX80 未碰過并不清楚 對於以下內容無可表示意見

但提及團隊

我們大家

這句話目

子? 博通

若交給信達

應商去完成

電子研發...

大可以做)

LS 產品 請

寄早點解決

6 寸 8 寸未

月, 一般新產

博通 LX80 產品

I was told and convinced previously that you were not using this email. That's why you have not received my reply. I changed some contents from Director Qi.

I believe that since you have mentioned issues regarding sunny hk listing to dave & laurence previously, that is probably the reason they don't understand SUNNY's lack of money. In addition, Americans are very intuitive, not as complicated as we are. I believe that he understands that Director Ni will not be a competitor and is trustworthy when it comes to business.

Dave's concern in his letter is: because celestron provided a full-year income and expenditure budget to the bank due to applying for a loan from the bank, and the budget was used as the basis for the loan approval, now celestron's application for early payment to sunny is a violation of the commitment which was made to the bank previously. If the payment is made early for a period of only a few months, celestron may claim it as an interim act. If the early payment continues next year, the bank may consider it as a risk which would affect the amount of loan from the bank to celestron next year. If so, celestron will face a situation having less money available, then it would be more difficult to pay sunny and SYNTA. To apply for a loan in the U.S. is a serious issue. I confirm the above is all true. I think Director Ni should meet with Dave to reach a more tacit understanding. The following issues: 1. Payment period for the year of 2014 may be changed from 100 days to 70/60/45 days, celestron's payment to synta can be postponed; 2. Prior communication is needed for the sake of mutual trust, otherwise, if they reach a consensus with COSTCO, you and I will suffer.

Everyone has his own ideas regarding how to manage MEADE. My letter serves only as a reply to you. I can give nothing more than suggestions. It is easy for MEADE to make ends meet. Considering what Joe previously did is risky, I give you some pieces of advice. This is what I can do.

In addition, if I were the one involved, I will move MEADE to San Diego, and downsize. Of course, everyone has his own logic. I just give my suggestion.

Hi Director Ni,

Please check below and pay special attention to the highlighted text (and forward to Qi and Xiaochen).

Since I have no experience with LX80, I am not clear about it. I have no comments regarding contents hereinafter. But, in relation to members of a team, a far-reaching vision may be required. You only know it when you have rich experience with many things.

We all have very limited human resource, so we need to know the possible outcomes before making a decision on the foregoing things, otherwise, we make everything in vain.

This sentence: At present, two VM1 samples are placed in Mexico, but the samples contain no circuit board, and cannot run. Do we need to send them to Sunny Electronics? Does Broadcom also not have it?

If it is handed to Synta for further research, Synta needs to redevelop the electronic software. We suggest that after Meade is turned into a normal operation, it may outsource a supplier to complete the final stage of the electronic software design. I am not very suitable to express my opinions on the foregoing.

Electronic research and development, etc.. This is not a urgent trouble shooting issue but a long-term maintenance issue, and a resource sharing issue. If the technical support to Meade is not provided by synta (LS believes that Canada can do it), then you have to continue to outsource to an external party. I think you, Director Ni, need to make this decision and give the instructions.

LS products: Please send a correct product to Canada (attached with circuit diagram and broken electronic board).

There are electronics which are stronger than that of CELESTRON. The earlier we send, the earlier we can resolve the problem. Change to the electronic parts will be made by ic and it takes a lot of time to run a couple of tests. Please do it quickly and effectively.

6" and 8" future lens barrel: It is possible to be produced by Suzhou, but whether or not we should let Suzhou do it from the beginning... but first let China/Mexico do it together. For the optical parts, a diagram is needed first before making the sample. The fastest way requires 6-7 months. Generally, from startup to the launch of a product is not a fast process.

的一些事, 另外老

依据 現在  
短暫行為,,如果明  
會更少, 更難支

celestron 付

到舜宇電

由米德找供

LS 相信加拿

更強, 早一點

最快也 6-7 個

- LX80 品質與設計問題, 已請工程部整理產品問題點資料
- LX80 訂單與博通交貨情況, 已請採購整理相關資料





- Broadcom LX80 products
- -regarding LX80 quality and design issues, let the engineering department sort out the data related to product problems;
- -regarding LX80 order and Broadcom delivery, let the purchasing dept sort out the relevant information;
- - following getting the 2 pieces of data, I will discuss with Director Qi regarding how to respond to Broadcom;
- - At present, discontinuing sales of LX80 has been confirmed, and the engineering department has begun to redesign a new program called VM1;
- -LX80s structure components may be altered into VM1 products, but the design of VM1 electronic software has not been completed yet. Since it demands many R&D resources, Meade therefore temporarily discontinues the R&D.
- - If it is handed over to Synta for further research, then Synta needs to redevelop the electronic software, and it is not economical by doing so. It is suggested that after Meade is turned into a normal operation, it may outsource a supplier to complete the final stage of electronic software design.
- - At present, two samples of VM1 are placed in Mexico, but the samples contain no circuit board, and cannot work. Does it still need to be sent to Sunny Electronics?

研發資源

正軌後，由米

到舜宇電子？

BOI LS

- BOILS products
- • LS is one of Meade's best-selling products, with sales of more than 2,000 units in the past year;
- • for the existing version of LS produced by BOI, some electronic components are more difficult to get since the original factory has stopped production;
- • Meade has developed a new version of LS, but it has not yet completed, and still needs to invest more R&D resources. After discussing with Joe, we think the best solution is as follows:
- - Meade's most important task at the moment is to make money and to produce products and to sell them in the market.
- - At present, when I asked my engineers to ask the electronic parts wholesalers about how many out-of-stock components are available in the second-hand market, they told me that there should be enough components for more than one thousand units, and the quality of such components should have no problem. However, the short-term act needs to be taken over by Canada immediately, otherwise it will cost time.
- - These out-of-stock electronic components should be temporarily provided to BOI by Meade rather than Synta;
- - We will then provide Synta with annual production estimate based on the quantity of components that we are able to purchase, then Synta will consider whether the output is economically beneficial. If it is less than 1,000 units, it will be difficult to start up.
- - If Synta can do it, we will start mass production and complete design of the new version;
- - If Synta does not do it, we may consider temporarily stopping the product's R&D, and complete the final stage of electronic software design after it is turned into a normal operation.
- • Previously, BOI only produced the mount bracket par which was then shipped to Meade, and assembled with the lens barrel produced in Mexico.
- • Later, we believe that Synta is able to produce 6" and 8" glasses, that is why we talked with Synta whether they are willing to produce the complete LS products and deliver the whole device. Synta has many business to do and Meade reduced costs.
- Guansheng Light Bridge: since the quantity is not large, we recommend that the best solution is to let Taiwan continue the supply or to stop selling this model (please supply the quantity for one year's demand)
- • Guansheng is an OEM of Light Bridge for Meade's Dubson Telescope
- • Synta has strong technical capabilities for the Dubson telescope. I would like to ask Director Ni if Synta is willing to be as OEM of Meade for the Dubson Telescope? Or OEM delivery service?
- Broadcom 5000 Telescope order
- • Both sides made mistakes for this order;
- • Before Meade's acquisition, Broadcom required Meade to prepay 100% of the order before it was willing to ship 5000 sets to Costco;
- • In order to maintain the relationship with Broadcom, our suggestion is to find a way to sell this order, but the quantity is too large to be sold in the ordinary market;
- • There are currently several alternatives for discussion at the same time;

們工程師  
拿大接手，

合經濟效

軟件設計

，整機

服務？

冠昇 Li

博通 50

- 此訂單，雙方都有錯
- 在米德收購前，博通要米德預付 100% 訂單的錢，才肯出貨 5000 台訂單給 Costco
- 當時 米德 跟本沒有錢去預付 60 萬美元，所以 Costco 取消米德的訂單
- 為了確保維護與博通的關係，建議是想辦法銷售此訂單，但是此產品數量太大，很難在一般市場銷售
- 目前有幾個方案在同時進行討論
  - 成本價出售給新的日本經銷商
  - 將產品改成中文版本，由航天賣到中國市場
  - 與澳洲經銷商洽談合作計畫

- - Sell to the new Japanese distributor at a cost price;
  - - Change the product to a Chinese version and let aerospace sell it to the Chinese market
  - - Discuss cooperation plans with Australian distributors
  - - Bidding with Costco between May and June (compete with Celestron for the price). This is a very important issue. This needs Director Ni to communicate face-to-face with DAVE when he goes to the United States. Don't bid. If you let the thing go by doing this, how would you deal with everything in the future? All products are produced by sunny. Following a conflict, celestron would not trust sunny any longer.
  - - Going back to the risk arising out of forwarding SYNTA's order to Boguan Jinghua 8 years ago, it maybe not happen. But they would think that there is no value to fight for the Company. Most of CELESTRONs senior executives left because they are Americans who live for their dreams.
  - - we recommend that Director Ni personally take the two actions concurrently, by selling the products to outside China and the United States, or meet with CELESTRON DAVE to resolve difficulties and make every effort to get order from COSTCO.
  - - it is worth it to affect the whole thing and personal communication is more important.
  - 方案確定 - If we win the bid, it is expected to ship to Costco in September and product payable may be received from Costco by the end of next year.
  - Ask Broadcom to give us a one-year time to sell the products, and payment in 12 installments.
  - After the solution is finalized, I will discuss with Director Qi regarding how to ask for Botong's support, reduce the purchase price and make the payment period longer.
- 這些議題，都有 These issues have been discussed with Director Qi and Joe, and it takes time to sort them out. I will keep you informed of any updates.

- 显示引用文字 - Unfold quoted texts-

在 2013-12-13 08:32:17, kmnwj <[kmnwj@sunny-optics.com](mailto:kmnwj@sunny-optics.com)> 写道:

wrote:

kmnwj

发件人: 元勇 Qi Yong  
 发送时间: 2013-12-13 05:00  
 收件人: kmnwj  
 主题: 米德公司的工资核定 Wage verification of Meade  
 倪董:

附件是 Joe 给我的米德公司 2014 年度工资预算, 请审核。

元勇

Director Ni,  
 Attached is the Meade's wage budget for 2014  
 from Joe for your review.  
 Qi Yong



**From:** david shen <syntadavid@163.com>  
**Sent:** Thursday, December 12, 2013 6:36 PM  
**To:** kmnwj; 邱軍文  
**Subject:** Re:转发: 米德公司的工资核定

之前信您用的不是這郵箱因此回了 您未收到 我改了开總 一些內容

我相信 之前 dave & laurence 可能因您提了多次 sunny hk 上市公司事 ,可能不理解 SUNNY 缺資金的一些事, 另外老美是很直覺的,不像我們複雜些 我相信他瞭解倪總不會是兢爭者,生意上可信任

dave 的信重點是 因 celestron 向銀行貸款 在之前都向銀行供了一份全年收支預算,並做為貸款核發依據 現在 celestron 向 sunny 提早付是違反了之前給銀行的承諾, 如果僅這几个月提前 celestron 可向銀行稱是短暫行為,,如果明年繼續,,,銀行可能會視為風險而影響了明年銀行給 celestron 貸款規模, ,如果那樣 celestron 可貸資金會更少, 更難支付 sunny 及 SYNTA, 在美國貸款是很嚴肅的 我本人確信以上  
 我認為倪總要和 dave 見面并開會以增加默契 有以下 1 2014 付款由 100 天提前例如 70/60/45 天 celestron 付 synta 可以再延后 2 生意上互信事先溝通再進行, 否則如 COSTCO 碰出火花 苦了 你我

經營 MEADE 每個不同人會不同的做法,我的信祇回復給你,我除了建議,也無其它  
 MEADE 要收支平衡很容易,但看了之前 JOE 之做法有危險性,也向您提議,這是我能做的,  
 另外若是我 我會將 MEADE 搬至聖地牙哥,人再更精簡  
 當然每個人都會有不同邏輯 , 我是建言

倪總您好 請看以下并看一下加了色的文字 未傳开及小陳

我由於對 LX80 未碰過并不清楚 對於以下內容無可表示意見

但提及團隊的成員 一定要有遠見, 許多事是做後才會我知道的

我們大家 人力資源十分有限 我們更需要在決定前事情之前 先知道可能的結果 ,否則白忙一場

這句話 目前已準備好 2 台 VM1 的樣品在墨西哥, 可是電子部分缺乏電路板、無法運作, 是否還要寄送到舜宇電子? 博通也無嗎?

若交給信達去研究, 電子軟件 信達 需要重新開發, 不適合經濟發展, 建議之後等米德步入營運正軌後, 由米德找供應商去完成最後接階的電子軟件設計 不適合經濟發展 對以上這段文字本人不太適合表示意見

電子研發...一些事 這不是救火問題,是長期維護問題 是資源共享問題 meade 的技術支持若非 synta 做(LS 相信加拿大可以做) SYNTA 不做 那么就繼續找外援,我想倪總需您自己決定并指示

LS 產品 請速寄一台正確的產品 到加拿大(再附線路圖及壞的電子板,) 在那里的電子 比 CELESTRON 更強 ,早一點寄早點解決問題,電子件的更改由訂 ic 到做出結果 要多次 測試 十分耗時,請抉而有效的運作

6 寸 8 寸未來鏡筒 在蘇州做是可能的 但是不是一開始就做,先中/墨分工 光學先品要先供圖 才做樣品 最快也 6-7 個月,一般新產品由啟動到上市恐怕都不會太快

博通 LX80 產品

- LX80 品質與設計問題, 已請工程部整理產品問題點資料
- LX80 訂單與博通交貨情況, 已請採購整理相關資料子

- 等我拿到了這 2 份資料後，我會再與丕總討論如何跟博通應對
- 目前 LX80 已確定停止銷售，工程部有開始重新設計新方案 改名叫 VM1
- LX80 機構件 可以透過修改 成 VM1 產品，不過目前 VM1 電子軟件部分尚未設計完成，要投入的研發資源多，米德暫時停止開發
- 若交給信達去研究，電子軟件 信達 需要重新開發，~~不符合經濟效益~~，建議之後等米德步入營運正軌後，由米德找供應商去完成最後接階的電子軟件設計 ~~信達是好的並不需要去別家~~
- 目前已準備好 2 台 VM1 的樣品在墨西哥，可是電子部分缺乏電路板、無法運作，是否還要寄送到舜宇電子？

#### BOI LS 產品

- LS 為米德熱銷的產品之一，過去年銷量在 2000 台以上
- BOI 所生產的 LS 現有版本，有些電子元件比較難買的到，因為原廠停止生產
- 米德有開發 LS 新的版本，不過尚未完成，仍需要投入更多研發資源
- 跟 Joe 討論過後，認為最佳方案如下
  - 米德目前最重要的任務是賺錢，做出產品拿到市場上去賣
  - 目前我請我們的工程師去向電子零件批發商去詢問 在二手市場能買到的缺貨元件有多少？我們工程師表示，應該可以備齊千台以上的元件，品質亦沒有問題 **good** 祇是短期行為 需立即由加拿大接手，否則需耗時
  - ~~這些缺貨的電子元件由米德暫時先提供給 BOI 非信達~~
  - 我們之後會 根據我們能收購元件的數量，提給信達年產量的預估，讓信達去評估產量是否符合經濟效益 若不滿 1000 台很難啟動
  - 若信達能做，我們就進入量產，同時完成新的版本的設計
  - 若信達不做，我們就可能考慮先暫時把此產品停止開發，營運正常後再完成最後接階的電子軟件設計
- 之前 BOI 只做托架部分，再運到米德，跟墨西哥生產的鏡筒做組裝
- 後來認為，信達有很強的能力做 6" 及 8" 的鏡筒，所以才向信達詢問是否有意願去製造全套的 LS 產品，整機出貨。信達有更多的生意，德米降低成本。

冠昇 Light Bridge 其量并不大 建議暫時 最好仍由台灣供給 或停止此机种勿售 (請先供一年的量)

- 冠昇是幫米德代工杜布森望遠鏡 Light Bridge 的供應商
- 信達 杜布森望遠鏡 技術能力強，想詢問倪總信達是否願議為米德代工杜布森望遠鏡？或是貼牌出貨服務？

#### 博通 5000 台望眼鏡訂單

- 此訂單，雙方都有錯
- 在米德收購前，博通要米德預付 100% 訂單的錢，才肯出貨 5000 台訂單給 Costco
- 當時 米德 跟本沒有錢去預付 60 萬美元，所以 Costco 取消米德的訂單
- 為了確保維護與博通的關係，建議是想辦法銷售此訂單，但是此產品數量太大，很難在一般市場銷售
- 目前有幾個方案在同時進行討論
  - 成本價出售給新的日本經銷商
  - 將產品改成中文版本，由航天賣到中國市場
  - 與澳洲經銷商洽談合作計畫



- 五~六月份去跟 **Costco** 進標 (與 **Celestron** 併價格), 這是很重要的問題 需倪總本人去美時和 DAVE 面對面 溝通勿用競標 若把火放出后 未來一切事 怎么解決? 產品都是 **sunny** 供,但引發沖突后 **celestron** 就再也信任 **sunny** 了
- 又重回 8 年前轉 SYNTA 單至博冠品華風險 也許此事不發生,但他們認為公司奮鬥價值不存在了 **CELESTRON** 高層的人會大半離開, 因為他們是美國人為自己理想而戰
- 建議倪總親自 雙管齊下產品在中國及向 **USA** 以外銷去 或和 **CELESTRON DAVE** 開會理商討解困難 爭取 **COSTCO** 生意
- 拔一毛動全身不值得 親 溝通重要自
- 若標到後, 預計九月份再出貨給 **Costco**, 明年年底才會收到 **Costco** 的錢
- 請博通給我們一年期的時間銷售產品, 分 12 期付款
- 方案確定後, 會再跟元總討論如何請博通幫忙, 降低採購價 並 延長付款期

這些議題, 都有跟元總及 Joe 討論過, 還需要時間去理清解決。之後會再跟您報告最近情況。

- 显示引用文字 -

在 2013-12-13 08:32:17, kmnwj <[kmnwj@sunny-optics.com](mailto:kmnwj@sunny-optics.com)> 写道:

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kmnwj

发件人: 元勇  
发送时间: 2013-12-13 05:00  
收件人: [kmnwj](mailto:kmnwj)  
主题: 米德公司的工资核定  
倪董:

附件是 Joe 给我的米德公司 2014 年度工资预算, 请审核。

元勇